# FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OCT 2 e 2005

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIEÓRM LIM<del>uted offering</del> exemption

## **OMB APPROVAL**

OMB Number: 3235-0076 Expires: March 30, 2008 Estimated average burden hours per form.....1

| SEC U  | SE ONLY  |
|--------|----------|
| Prefix | Serial   |
| DATE   | PECEIVED |
|        | RECEIVED |

| Name of Offering (☐ check if this is an ar                                       | mendment and  |           | ,e.)                    |                  |         |                |                     |                    |
|--|---|-----------|-------------------------|------------------|---------|----------------|---------------------|--------------------|
| Offering of warrant to purchase Series underlying shares of Common Stock issues. |   |           |                         | ares of Series D | issua   | ble upon exe   | ercise of t         | he Warrant and the |
| Filing Under (Check box(es) that apply):   | ☐ Rule 504  |           | ☐ Rule 505              | X Rule 506       |         | ☐ Section      | 4(6)                | ULOE               |
| Type of Filing:  |   | X         | New Filing              |                  |         | Amendme        | ent                 |                    |
|  | A. BASI   | IC ID     | ENTIFICATION DA         | TA               |         |                |                     |                    |
| 1. Enter the information requested abou  | t the issuer  |           |                         |                  |         |                |                     |                    |
| Name of Issuer ( check if this is an ame   | ndment and name has changed                           | , and     | indicate change.)       | <u> </u>         |         |                |                     |                    |
| Cavium Networks  |   |           |                         |                  |         |                |                     |                    |
| Address of Executive Offices   | (Number and St  | reet, (   | City, State, Zip Code)  | Telephone Nun    | nber (1 | ncluding Are   | ea Code)            |                    |
| 805 E. Middlefield Road, Mountain Vie  | w, California 94043                                   |           |                         | (650)            | 623-7   | 000            |                     |                    |
| Address of Principal Business Operations   | (Number and Street, City, State                       | , Zip     | Code)                   | Telephone Nun    | nber (l | ncluding Are   | ea Code)            |                    |
| (if different from Executive Offices)  |   |           |                         |                  |         | V              | P = 0               |                    |
| Brief Description of Business  |   |           |                         | L                |         | <del>- D</del> | ppe                 | CESSED             |
| Technology company   |   |           |                         |                  |         |                |                     |                    |
| Type of Business Organization  |   |           |                         |                  |         |                | MO                  | V 0 1 2005         |
| ⊠ corporation  | ☐ limited partnership, alread                         | y fori    | med                     |                  | . 0     | other (please  | e spec <u>ify</u> ) | OMSON              |
| ☐ business trust   | ☐ limited partnership, to be t                        | forme     | d                       |                  |         |                |                     | OWSON              |
|  |   | _         |                         | 'ear             |         |                | 0 08                | IANCIAL            |
| Actual or Estimated Date of Incorporation  | or Organization:                                      |           | 11 2                    | 000              |         |                |                     |                    |
| Indication of Incomposition on Occomination                                      | ani (Entar trus letter II C. D.                       | a a t a 1 | Comilar abbraziation fa | Ctata            | ĮΧ      | Actual         |                     | Estimated          |
| Jurisdiction of Incorporation or Organizati                                      | on: (Enter two-letter U.S. P<br>CN for Canada: FN for |           |                         | or State:        |         |                | CA                  |                    |

# GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| Check<br>Box(es) that<br>Apply: | ☐ Promoter   | ☐ Beneficial Owner  | ☑ Executive Officer        | ☑ Director        | ☐ General and/or<br>Managing Partner |
|---------------------------------|--|---|----------------------------|-------------------|--------------------------------------|
| Full Name (Last<br>Ali, Syed    | name first, if individual)   |   |                            |                   |                                      |
|                                 | idence Address (Number and tworks, 805 E. Middlefield R  | Street, City, State, Zip Code) Road, Mountain View, Califor | nia 94043                  |                   |                                      |
| Check Boxes that Apply:         | ☐ Promoter   | ☐ Beneficial Owner  | ☐ Executive Officer        | ☑ Director        | ☐ General and/or<br>Managing Partner |
| Reddy, C.N.                     | ,  |   |                            |                   |                                      |
|                                 | •  |   | nia 94043                  |                   |                                      |
| Check Boxes that Apply:         | ☐ Promoter   | ☐ Beneficial Owner  | ☐ Executive Officer        | ☑ Director        | ☐ General and/or<br>Managing Partner |
| Pantuso, Tony                   |  |   |                            |                   |                                      |
| c/o NeoCarta V                  | ,  |   | California 94104           |                   |                                      |
| Check Boxes that Apply:         | ☐ Promoter   | ☐ Beneficial Owner  | ☐ Executive Officer        | <b>▼</b> Director | ☐ General and/or Managing Partner    |
| Jarve, John                     |  |   |                            |                   |                                      |
|                                 | •  |   | Park, California 94025     |                   |                                      |
| Check Boxes that Apply:         | ☐ Promoter   | ☐ Beneficial Owner  | Executive Officer          | Director          | ☐ General and/or Managing Partner    |
| Chadwick, Art                   | hur  |   |                            |                   |                                      |
|                                 | Full Name (Last name first, if individual) Reddy, C.N.  Business or Residence Address (Number and Street, City, State, Zip Code)  Co Cavium Networks, 805 E. Middlefield Road, Mountain View, California 94043  Check Boxes   Promoter   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Fantuso, Tony  Susiness or Residence Address (Number and Street, City, State, Zip Code)  Check Boxes   Promoter   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Full Name (Last name first, if indivi |   |                            |                   |                                      |
| Check<br>Box(es) that<br>Apply: | Promoter   | ■ Beneficial Owner  | ☐ Executive Officer        | ☐ Director        |                                      |
| Alliance Ventu                  | res, L.P., and affiliated entit  |   |                            |                   |                                      |
|                                 | idence Address (Number and :   |   |                            |                   |                                      |
| c/o V.R. Ranga                  | nath, Alliance Ventures, L.P   | P., 2575 Augustine Drive, Sant                              | ta Clara, California 95054 |                   |                                      |

| Check<br>Box(es) that<br>Apply: | Promoter   | ■ Beneficial Owner  | ☐ Executive Officer | ☐ Director | ☐ General and/or<br>Managing Partner |
|---------------------------------|--|---|---------------------|------------|--------------------------------------|
|                                 | name first, if individual)<br>tures IX, LP, and affiliated e | entities  |                     |            |                                      |
|                                 | idence Address (Number and , 3000 Sand Hill Road, Bldg       | Street, City, State, Zip Code) 4, Ste 100, Menlo Park, Califo | ornia 94025         |            |                                      |
| Check Boxes that Apply:         | Promoter   | ☐ Beneficial Owner  | ☐ Executive Officer | Director   | ☐ General and/or<br>Managing Partner |
| Full Name (Last                 | name first, if individual)                                   |   |                     |            |                                      |
| Business or Res                 | idence Address (Number and                                   | Street, City, State, Zip Code)                                |                     |            |                                      |
| Check Boxes that Apply:         | Promoter   | ☐ Beneficial Owner  | ☐ Executive Officer | Director   | ☐ General and/or<br>Managing Partner |
| Full Name (Last                 | name first, if individual)                                   |   |                     |            |                                      |
| Business or Res                 | idence Address (Number and                                   | Street, City, State, Zip Code)                                |                     |            |                                      |
| Check Boxes that Apply:         | Promoter   | ☐ Beneficial Owner  | ☐ Executive Officer | ☐ Director | ☐ General and/or<br>Managing Partner |
| Full Name (Last                 | name first, if individual)                                   |   |                     |            |                                      |
| Business or Res                 | idence Address (Number and                                   | Street, City, State, Zip Code)                                |                     |            |                                      |
| Check Boxes<br>that Apply:      | Promoter   | ☐ Beneficial Owner  | ☐ Executive Officer | Director   | General and/or Managing Partner      |
| Full Name (Last                 | name first, if individual)                                   |   |                     |            |                                      |
| Business or Res                 | idence Address (Number and                                   | Street, City, State, Zip Code)                                |                     |            |                                      |
| Check<br>Box(es) that<br>Apply: | Promoter   | ☐ Beneficial Owner  | ☐ Executive Officer | Director   | General and/or Managing Partner      |
| Full Name (Last                 | name first, if individual)                                   |   |                     |            |                                      |
| Business or Res                 | idence Address (Number and                                   | Street, City, State, Zip Code)                                |                     |            |                                      |
|                                 |  |   |                     |            |                                      |

|       |  |                                  |                                 | В                               | . INFORM                  | IATION AB                             | OUT OFFE    | ERING             |                           |              |               |                  |
|-------|--|----------------------------------|---------------------------------|---------------------------------|---------------------------|---------------------------------------|-------------|-------------------|---------------------------|--------------|---------------|------------------|
| 1.    | Has the issuer sold  | , or does the iss                | uer intend to                   |                                 |                           |                                       | _           | ?g under ULOF     |                           |              | Yes N         | 0 _✓             |
| 2.    | What is the minim  | um investment                    | that will be a                  | ccepted froi                    | m any indiv               | idual?                                |             |                   |                           |              | \$ <u>N/A</u> |                  |
| 3.    | Does the offering p  | ermit joint owr                  | nership of a s                  | ingle unit?.                    |                           |                                       |             |                   |                           |              | Yes N         | o                |
|       | Enter the informa<br>solicitation of pur-<br>registered with the<br>broker or dealer, yo | chasers in conr<br>SEC and/or wi | nection with<br>th a state or s | sales of sec<br>states, list th | curities in the name of t | ne offering.<br>he broker or          | If a person | to be listed      | is an associate           | ed person or | agent of a b  | oroker or dealer |
| Full  | Name (Last name f  | irst, if individua               | al)                             |                                 |                           | <del></del>                           |             |                   |                           |              |               |                  |
| Busi  | ness or Residence A  | Address (Numb                    | er and Street,                  | City, State,                    | , Zip Code)               | · · · · · · · · · · · · · · · · · · · |             |                   | • • • •                   |              |               |                  |
| Nam   | e of Associated Bro  | oker or Dealer                   | -                               | <u> </u>                        |                           | <del></del> -                         |             |                   |                           | _            | <del></del>   |                  |
|       | s in Which Person<br>ck "All States" or c  |                                  |                                 |                                 |                           |                                       |             |                   |                           |              |               |                  |
| [AL]  | [AK]   | [AZ]                             | [AR]                            | [CA]                            | [CO]                      | [CT]                                  | [DE]        | [DC]              | [FL]                      | [GA]         | [HI]          | [ID]             |
| [IL]  | [IN]   | [IA]                             | [KS]                            | [KY]                            | [LA]                      | [ME]                                  | [MD]        | [MA]              | [MI]                      | [MN]         | [MS]          | [MO]             |
| IMT   | [NE]   | [NV]                             | [NH]                            | [NJ]                            | [NM]                      | [NY]                                  | [NC]        | [ND]              | [OH]                      | [OK]         | [OR]          | [PA]             |
| [RI]  | JSCJ   | [SD]                             | JTN]                            | JTX)                            | JUTJ                      | JVTJ                                  | [VA]        | [VA]              | [WV]                      | JWIJ         | [WY]          | JPR]             |
|       | Name (Last name f  |                                  |                                 | <u> </u>                        |                           | · · · · · ·                           |             |                   |                           |              | · · · · · ·   |                  |
|       |  |                                  |                                 |                                 |                           |                                       |             |                   |                           |              |               |                  |
| Busin | ness or Residence A  | Address (Number                  | er and Street,                  | City, State,                    | , Zip Code)               |                                       |             |                   |                           |              |               |                  |
| Nam   | e of Associated Bro  | oker or Dealer                   |                                 |                                 |                           |                                       |             |                   |                           |              |               |                  |
| State | s in Which Person  | Listed Has Soli                  | cited or Inten                  | ds to Solici                    | t Purchasers              | }                                     |             |                   |                           |              |               |                  |
| (Che  | ck "All States" or c   | heck individua                   | l States)                       |                                 | .,                        |                                       |             |                   |                           | ••••         |               |                  |
| [AL]  | [AK]   | [AZ]                             | [AR]                            | [CA]                            | [CO]                      | [CT]                                  | [DE]        | [DC]              | [FL]                      | [GA]         | [HI]          | [ID]             |
| [IL]  | [IN]   | [IA]                             | [KS]                            | [KY]                            | [LA]                      | [ME]                                  | [MD]        | [MA]              | [MI]                      | [MN]         | [MS]          | [MO]             |
| [MT]  | [NE]   | [NV]                             | [NH]                            | [NJ]                            | [NM]                      | [NY]                                  | [NC]        | [ND]              | [OH]                      | [OK]         | [OR]          | [PA]             |
| [RI]  | [SC]   | [SD]                             | [TN]                            | [XX]                            | [UT]                      | [VT]                                  | [VA]        | [VA]              | [WV]                      | [WI]         | [WY]          | [PR]             |
| Full  | Name (Last name f  | irst, if individua               | al)                             |                                 |                           |                                       |             |                   |                           |              |               |                  |
| Busin | ness or Residence A  | Address (Numb                    | er and Street,                  | City, State,                    | , Zip Code)               |                                       |             |                   |                           |              |               |                  |
| Nam   | e of Associated Bro  | oker or Dealer                   |                                 | <del></del>                     |                           |                                       |             |                   |                           | _            |               |                  |
| State | s in Which Person  | Listed Has Soli                  | cited or Inten                  | ds to Solici                    | t Purchasers              |                                       |             |                   |                           |              |               |                  |
|       | ck "All States" or c   |                                  |                                 |                                 |                           |                                       |             | ***************** | ************************* | •••••        |               |                  |
| [AL]  |  | [AZ]                             | [AR]                            | [CA]                            | [CO]                      | [CT]                                  | [DE]        | [DC]              | [FL]                      | [GA]         | [HI]          | [ID]             |
|       | [IN]   | [IA]                             | [KS]                            | [KY]                            | [LA]                      | [ME]                                  | [MD]        | [MA]              | [MI]                      | [MN]         | [MS]          | [MO]             |
| [MT]  |  | [NV]                             | [NH]                            | [NJ]                            | [NM]                      | [NY]                                  | [NC]        | [ND]              | [OH]                      | [OK]         | [OR]          | [PA]             |
| [RI]  | [SC]   | [SD]                             | [TN]                            | [TX]                            | [UT]                      | [VT]                                  | [VA]        | [VA]              | [WV]                      | [WI]         | [WY]          | [PR]             |

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Amount Already Aggregate Sold Offering Price Debt..... Equity..... X Preferred Common Convertible Securities (including warrants) 361,768 Partnership Interests Other (Specify \_\_\_\_\_) Total ..... 361,768 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Dollar Amount Investors of Purchases 361,768 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Security Sold Type of Offering Rule 505 ..... Regulation A Rule 504 ..... Total ..... a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not

⊠□

 $\boxtimes$ 

1,000.00

1,000.00

known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees

Printing and Engraving Costs.....

Legal Fees.....

Accounting Fees

Other Expenses (Identify) \_\_\_\_\_\_

| C. OFFERING PRICE, NUMBER OF IN  | NVESTORS, EXPENSES AND  | USE OF PROCEEDS  |                         |  |
|--|---|--|-------------------------|--|
| b. Enter the difference between the aggregate offering price given in resin response to Part C – Question 4.a. This difference is the "adjusted  |   |  |                         | \$360,768                                    |
| 5. Indicate below the amount of the adjusted gross proceeds to the issuer us If the amount for any purpose is not known, furnish an estimate and configurated payments listed must equal the adjusted gross proceeds to the issuer set for | heck the box to the left of the e                                     | stimate. The total of the                                      |                         |  |
|  |   | Payment to Officers, Directors, & Affiliates                   | ì                       | Payment To Others                            |
| Salaries and fees  |   | □ s  | □s                      |  |
| Purchase of real estate  |   | □ <b>\$</b>  |                         |  |
| Purchase, rental or leasing and installation of machinery and equipment  |   | □ s  |                         |  |
| Construction or leasing of plant buildings and facilities  |   | □ \$   |                         |  |
| Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger).   |   | □ \$   |                         |  |
| Repayment of indebtedness  |   | □ s  |                         |  |
| Working capital  |   | □ s  | <b>≭</b> s              | 360,768                                      |
| Other (specify):   |   | Пф   | П.                      |  |
|  |   | □ \$   |                         |  |
| Column Totals  |   | □ \$   |                         |  |
| Total Payments Listed (column totals added)  |   | □ s  | <b>x</b> s              | 360,768                                      |
| Total Fayments Listed (column totals added)  |   | <b>≥</b> § <u>360,7</u>  | <u>68</u>               |  |
|  |   |  |                         |  |
|  |   |  |                         |  |
| D CCDI   | EDAL CICNATURE  |  |                         |  |
|  | ERAL SIGNATURE  |  |                         |  |
| The issuer had duly caused this notice to be signed by the undersigned duly at an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502.             | uthorized person. If this notice i<br>ommission, upon written request | s filed under Rule 505, the f<br>of its staff, the information | ollowing s<br>furnished | ignature constitutes<br>by the issuer to any |
| Issuer (Print or Type)   | Signature   |  | Date                    |  |
| Cavium Networks  | Synd A  | <u>L</u>   | October                 | , 2005                                       |
| Name of Signer (Print or Type)   | Title of Signer (Print or Type)                                       |  |                         |  |
| Syed Ali   | Chief Executive Officer   |  |                         |  |
|  |   | · · · · · · · · · · · · · · · · · · ·                          |                         |  |

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

|      | E. STATE SIGNATURE   |   |             |            |  |  |  |  |  |  |
|------|--|---|-------------|------------|--|--|--|--|--|--|
| 1.   | Is any party described in 17 CFR 230.262 presently subject to any of the di  | isqualification provisions of such rule?                              | Yes         | No         |  |  |  |  |  |  |
|      | See Appendix, Column 5, for state response.  |   |             |            |  |  |  |  |  |  |
| 2.   | 2. The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.   |   |             |            |  |  |  |  |  |  |
| 3.   | The undersigned issuer hereby undertakes to furnish to any state administra  | ators, upon written request, information furnished by the issuer to c | offerees.   |            |  |  |  |  |  |  |
| 4.   | 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. |   |             |            |  |  |  |  |  |  |
| The  | issuer has read this notification and knows the contents to be true and ha   | as duly caused this notice to be signed on its behalf by the under    | signed duly | authorized |  |  |  |  |  |  |
| per  | son.   |   |             |            |  |  |  |  |  |  |
| Issu | er (Print or Type)   | Signature \( \)   | Date        |            |  |  |  |  |  |  |
| Ca   | vium Networks  | Syd Ah  | October     | _, 2005    |  |  |  |  |  |  |
| Na   | ne (Print or Type)   | Title (Print or Type)   |             |            |  |  |  |  |  |  |
| Sye  | d Ali  | red Ali Chief Executive Officer                                       |             |            |  |  |  |  |  |  |

#### Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

|       |                    |   |  | APPENDIX                             |  |  |        |     |  |  |
|-------|--------------------|---|--|--------------------------------------|--|--|--------|-----|--|--|
| 1     |                    | 2   | 3  |                                      | 4  |  |        |     | 5  |  |
|       | to non-<br>investo | nd to sell<br>accredited<br>ors in State<br>B-Item 1) | Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) |                                      | Type of investor and amount purchased in State (Part C-Item 2) |  |        |     | Disqualification<br>under State ULOE (if<br>yes, attach<br>explanation of waiver<br>granted (Part E-Item<br>1) |  |
| State | Yes                | No  |  | Number of<br>Accredited<br>Investors | Amount   | Number of<br>Non-<br>Accredited<br>Investors | Amount | Yes | No   |  |
| AL    |                    |   |  |                                      |  |  |        |     |  |  |
| AK    |                    |   |  |                                      |  |  |        |     |  |  |
| AZ    |                    |   |  |                                      |  |  |        |     |  |  |
| AR    |                    |   |  |                                      |  |  |        |     |  |  |
| CA    |                    | <b>V</b>  | Series D Preferred Stock<br>\$361,768  | 1                                    | \$361,768  |  |        |     | <b>V</b>   |  |
| CO    |                    |   |  |                                      |  |  |        |     |  |  |
| CT    |                    |   |  |                                      |  |  |        |     |  |  |
| DE    |                    |   |  |                                      |  |  |        |     |  |  |
| DC    |                    |   |  |                                      |  |  |        |     |  |  |
| FL    |                    |   |  |                                      |  |  |        |     |  |  |
| GA    |                    |   |  |                                      |  |  |        |     |  |  |
| HI    |                    |   |  |                                      |  |  |        |     |  |  |
| ID    |                    |   |  |                                      |  |  |        |     |  |  |
| ΠL    |                    |   |  |                                      |  |  |        |     |  |  |
| IN    | -                  |   |  |                                      |  |  |        |     |  |  |
| ΙA    |                    |   |  |                                      |  |  |        |     |  |  |
| KS    |                    |   |  |                                      |  |  |        |     |  |  |
| KY    |                    |   |  |                                      |  |  |        |     |  |  |
| LA    |                    |   |  |                                      |  |  |        |     |  |  |
| ME    |                    |   |  |                                      |  |  |        |     |  |  |
| MD    |                    |   |  | # <del></del>                        |  |  |        |     |  |  |
| MA    |                    |   |  |                                      |  |  |        |     |  |  |
| MI    |                    |   |  |                                      |  |  |        |     |  |  |
| MN    |                    |   |  |                                      |  |  |        |     |  |  |
| MS    |                    |   |  |                                      |  |  |        |     |  |  |
| MO    |                    |   |  |                                      |  |  |        |     |  |  |

|       |                    |   |  | APPENDIX                             |   |  |        |  |    |  |
|-------|--------------------|---|--|--------------------------------------|---|--|--------|--|----|--|
| 1     |                    | 2 3 4   |  |                                      |   |  |        | 5  |    |  |
|       | to non-<br>investo | d to sell<br>accredited<br>rs in State<br>B-Item 1) | Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) | am                                   | Type of invest<br>ount purchase<br>(Part C-Itei | d in State                                   |        | Disqualification under<br>State ULOE (if yes,<br>attach explanation of<br>waiver granted (Part E-<br>Item 1) |    |  |
| State | Yes                | No  |  | Number of<br>Accredited<br>Investors | Amount  | Number of<br>Non-<br>Accredited<br>Investors | Amount | Yes  | No |  |
| MT    |                    |   |  |                                      |   |  |        |  |    |  |
| NE    |                    |   |  | -                                    |   |  |        |  |    |  |
| NV    |                    |   |  |                                      |   |  |        |  |    |  |
| NH    |                    |   |  |                                      |   |  |        |  |    |  |
| NJ    |                    |   |  |                                      |   |  |        |  |    |  |
| NM    |                    |   |  |                                      |   |  |        |  |    |  |
| NY    |                    |   | † -  |                                      |   |  |        |  |    |  |
| NC    |                    |   |  |                                      |   |  |        |  |    |  |
| ND    |                    |   |  |                                      |   |  |        |  |    |  |
| ОН    |                    |   |  |                                      |   |  |        |  |    |  |
| OK    |                    |   |  |                                      |   |  |        |  |    |  |
| OR    |                    |   |  |                                      |   |  |        |  |    |  |
| PA    |                    |   |  |                                      |   |  |        |  |    |  |
| RI    |                    |   |  |                                      |   |  |        |  |    |  |
| SC    |                    |   |  |                                      |   |  |        |  |    |  |
| SD    |                    |   |  |                                      |   |  |        |  |    |  |
| TN    |                    |   |  |                                      |   |  |        |  |    |  |
| TX    |                    |   |  |                                      |   |  |        |  |    |  |
| UT    |                    |   |  |                                      |   |  |        |  |    |  |
| VT    |                    |   |  |                                      |   |  |        |  |    |  |
| VA    |                    |   |  |                                      |   |  |        |  |    |  |
| WA    |                    |   |  |                                      |   |  |        |  |    |  |
| WV    |                    |   | ,  |                                      |   |  |        |  |    |  |
| WI    |                    |   |  |                                      |   |  |        |  |    |  |
| WY    |                    |   |  |                                      |   |  |        |  |    |  |
| PR    |                    |   |  |                                      |   |  |        |  |    |  |